

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA**

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DEUTSCHE BANK TRUST COMPANY	:	Court File No. 11-cv-1452 (MJD/AJB)
AMERICAS, in its capacity as successor	:	
indenture trustee for certain series of Senior	:	
Notes, LAW DEBENTURE TRUST	:	
COMPANY OF NEW YORK, in its capacity	:	
as successor indenture trustee for certain	:	
series of Senior Notes, and WILMINGTON	:	
TRUST COMPANY, in its capacity as	:	
successor indenture trustee for the PHONES	:	
Notes,	:	
	:	
Plaintiffs,	:	<b><u>PLAINTIFFS' AMENDED</u></b>
	:	<b><u>MOTION TO STAY</u></b>
vs.	:	
	:	
PANDORA SELECT PARTNERS LP,	:	
WHITEBOX DIVERSIFIED	:	
CONVERTIBLE ARBITRAGE FUND LP	:	
	:	
and	:	
	:	
	:	
WHITEBOX HEDGED HIGH YIELD	:	
FUND LP,	:	
	:	
Defendants.	:	

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**PLAINTIFFS' AMENDED MOTION TO STAY  
DEFENDANTS' TIME TO ANSWER OR OTHERWISE RESPOND  
TO THE COMPLAINT IN THIS ACTION**

Plaintiffs, Deutsche Bank Trust Company Americas in its capacity as successor indenture trustee for a certain series of Senior Notes ("DBTCA"), Law Debenture Trust Company of New York, in its capacity as successor indenture trustee for a certain series of Senior Notes ("Law Debenture"), and Wilmington Trust Company, in its capacity as

successor indenture trustee for the PHONES Notes (“Wilmington Trust” and, together with DBTCA and Law Debenture, “Plaintiffs”), by and through Counsel, hereby move this Court, pursuant to the Orders of the United States Bankruptcy Court for the District of Delaware in *In re Tribune Company, et al.*, Case No. 08-13141 (KJC) dated April 25, 2011 (Dkt. No. 870) (“SLCFC Order”) and May 19, 2011 (Dkt. No. 8949) (“Protective Order”), Federal Rules of Civil Procedure 26(b) and (d) and Local Rule 16.1, and the Court’s inherent authority to manage its docket, for an Order:

(i) Staying the time for Defendants to answer or otherwise respond to the Complaint in this action (the “Stay”) until the earlier of (a) October 31, 2011, without prejudice to any further motion by Plaintiffs to alter or otherwise extend the Stay, (b) order by the Bankruptcy Court in the Tribune Company’s chapter 11 proceedings (Case No. 08-13141 (KJC)) confirming a plan of reorganization, or (c) further Order of the Bankruptcy Court or this Court;

(ii) Requiring each Defendant to enter an appearance in the action so that they or their counsel are known, in order to better facilitate service of further notices, orders, or pleadings upon them in the action;

(iii) Ordering that the Stay does not bar, but instead permits Plaintiffs to (a) amend the Complaint or file a motion for leave to amend the Complaint; (b) voluntarily dismiss this action or one or more defendants pursuant to Federal Rule of Civil Procedure 41; (c) move to add or drop a party or to sever any claim against a party pursuant to Federal Rule of Civil Procedure 21; (d) file their MDL motion and (e) file a Rule 26(d)(1) motion seeking leave of the Court to conduct early discovery limited to confirming that

shareholders who received cash transfers in connection with the LBO and are subject to suit in this action have been correctly identified, properly named in the Complaint, and provided with effective service of process; and

(iv) Directing that, upon the, lifting or termination of the Stay, the schedule for answering or otherwise responding to the Complaint will be set by this Court, or the transferee court in the MDL.

In the event that the Court denies Plaintiffs' requested Stay, Plaintiffs ask that the Court require a case management order be entered which provides a briefing schedule for the litigation, prior to any Defendant being permitted to answer the Complaint or file an otherwise responsive pleading.

Dated this 6th day of July, 2011.

**KELLEY, WOLTER & SCOTT, P.A.**

s/Kevin M. Magnuson  
Daniel M. Scott (#098395)  
Kevin M. Magnuson (#306599)  
431 S. 7th Street, Suite 2530  
Minneapolis, MN 55415  
(612) 371-9090 (Tel.)  
(612) 371-0574 (Fax)  
kmagnuson@kelleywolter.com  
dscott@kelleywolter.com

**FRIEDMAN KAPLAN SEILER &  
ADELMAN LLP**

Robert J. Lack (#3050747)  
Hal Neier (#2123917)  
Amy C. Brown (#3050747)  
7 Times Square  
New York, New York 10036-6516  
(212) 833-1100 (Tel.)  
(212) 833-1250 (Fax)  
abrown@fklaw.com  
hneier@fklaw.com  
rlack@fklaw.com

***Counsel for Plaintiffs***